COMMITTEE MEMBERS PRESENT
Ms. Carolina Espinal, Chair
Mr. Peter Farrell
Mr. Todd Haymore
Mr. Keith Parker (joined at 1:12 p.m.)
Mr. H. Benson Dendy III, Rector, ex officio

COMMITTEE MEMBERS PRESENT VIRTUALLY
Ambassador Carmen Lomellin, Vice Chair
Ms. Pamela El
Ms. Alexis Swann (joined at 1:12 p.m.)

COMMITTEE MEMBERS ABSENT
None

OTHERS PRESENT
Mr. Jacob Belue, University Counsel
Ms. Cathleen Burke, Associate Vice President Human Resources
Ms. Chelsea Gray, Assistant Secretary and Board Liaison & Executive Assistant to the President

CALL TO ORDER
Ms. Carolina Espinal, Chair of the Governance and Compensation Committee, called the meeting to order at 1:03 p.m.

CLOSED SESSION
Ms. Espinal moved that the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University convene a closed session under Section 2.2-3711(A)(1) of the Virginia Freedom of Information Act for the discussion of personnel matters, more specifically relating to the performance evaluation and compensation of the President. The motion was seconded and was approved by a roll call vote:
Vote  Ayes  Nays
Ms. Carolina Espinal, Chair  X
Ambassador Carmen Lomellin, Vice Chair  X
Ms. Pamela El  X
Mr. Peter Farrell  X
Mr. Todd P. Haymore  X
Mr. H. Benson Dendy III, Rector  X

Mr. Parker and Ms. Swann were absent for the vote. They entered the meeting during closed session.

RECONVENCED SESSION
Following the closed session, the public was invited to return to the meeting. Ms. Espinal called the meeting to order. On a motion duly made and seconded the following resolution of certification was approved by a roll call vote:

Resolution of Certification

BE IT RESOLVED, that the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Committee.”

Vote  Ayes  Nays
Ms. Carolina Espinal, Chair  X
Ambassador Carmen Lomellin, Vice Chair  X
Ms. Pamela El  X
Mr. Peter Farrell  X
Mr. Todd P. Haymore  X
Mr. Keith Parker  X
Ms. Alexis N. Swann  X
Mr. H. Benson Dendy III, Rector  X

All members present responding affirmatively, the resolution of certification was adopted.

ADJOURNMENT
There being no further business, Ms. Carolina Espinal, Chair, adjourned the meeting at 2:05 p.m.